



CONTINENTAL BANK

RECORDATION NO. 10858-B Filed 1423

SEP 17 1980-10 22 AM

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO • 231 SOUTH LA SALLE STREET, CHICAGO, ILLINOIS 60693

September 16, 1980

Secretary of the Interstate
Commerce Commission
Washington, D.C. 20423

Dear Sir:

We request that you record the enclosed Security Agreement Supplement No. 1, dated as of September 16, 1980, from Transportation Corporation of America (the "Mortgagor"), 26th and State Streets, Chicago Heights, Illinois 60411 to Continental Illinois National Bank and Trust Company of Chicago (the "Mortgagee"), having its principal office at 231 South LaSalle Street, Chicago, Illinois 60693.

The enclosed document is a supplement to the Security Agreement (Chattel Mortgage and Assignment of Rents), dated as of September 28, 1979 (the "Security Agreement"), from the Mortgagor to the Mortgagee. The Security Agreement was filed and recorded with the Interstate Commerce Commission under 49 U.S.C. 11303 of the Interstate Commerce Act at 11:30 A.M. on October 3, 1979. Recordation Number 10858 was marked thereon.

The enclosed Security Agreement Supplement No. 1 evidences and confirms the subjection of the railroad cars described on Schedule I thereto and future leases of such railroad cars and the leases described on Schedule II thereto to the security interest created by the Security Agreement.

The railroad cars described on Schedule I and which are covered by the leases described on Schedule II to the enclosed Security Agreement Supplement No. 1 consist of 50 5750 Cu. Ft. 100-Ton Lo-Covered Hoppers marked HTCX 6018 through HTCX 6057 and TCAX 40011 through TCAX 40020 respectively and 390 52' 6",

0-261A012

SEP 17 1980

Date SEP 17 1980
Fee \$ 10.00

ICB Washington, D.C.

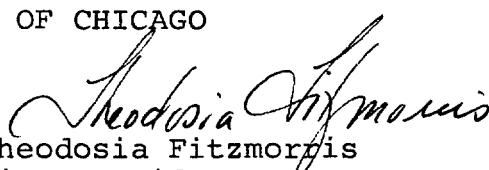


-2-

100-Ton GB-Gondolas, marked ITC 3900 through ITC 4049,
WSOR 5000 through WSOR 5013, OCTR 5000 through OCTR
50075 and WSOR 5014 through WSOR 5163, respectively.

Very truly yours,

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY
OF CHICAGO


Theodosia Fitzmorris
Vice President

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Theodosia Fitzmorris
Continental Illinois National
Bank & Trust Co. of Chicago

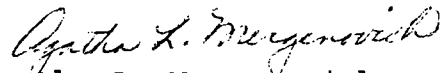
Dear

Madad:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on at , and assigned recordation number(s). **9/17/80 10:05AM**

10858-B.

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

10858-B

SEP 17 1980 -1) 10858

Dec

SECURITY AGREEMENT SUPPLEMENT

NO. 1

INTERSTATE COMMERCE COMMISSION

Security Agreement Supplement ("this Supplement") dated as of September 16, 1980 from TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation ("Company"), having its office at 26th and State Streets, Chicago Heights, Illinois 60411, to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association ("Agent"), having its office at 231 South LaSalle Street, Chicago, Illinois 60693, as Agent for itself and others;

W I T N E S S E T H:

Company and Agent have executed and delivered a certain Security Agreement (Chattel Mortgage and Assignment of Rents) dated as of September 28, 1979 (which agreement, together with any amendments which have been made thereto, is hereinafter called the "Security Agreement") as security for certain loans made by various commercial banking institutions ("Banks"), including Agent, to Company under that certain Credit Agreement (and, if amended, all amendments thereto) dated as of September 28, 1979 (the "Credit Agreement") among Company, Agent and Banks.

The Security Agreement was filed and recorded with the Interstate Commerce Commission under 49 U.S.C. 11303 of the Interstate Commerce Act on October 3, 1979 as Document No. 10858.

Company has assigned and granted to Agent on behalf of the Banks under the Security Agreement a security interest in and to (i) certain equipment therein described, including the equipment described in Schedule I annexed hereto (the "Supplement Equipment") and (ii) certain leases therein described, including the leases of such Supplement Equipment described in Schedule II annexed hereto (the "Supplement Leases").


NOW, THEREFORE, in consideration of the premises, Company does hereby agree as follows:

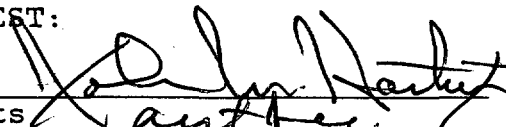
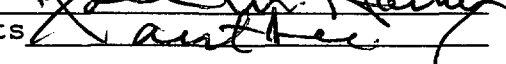
Company has, in and by the Security Agreement, mortgaged, transferred and assigned to Agent on behalf of the Banks, and granted to Agent on behalf of the Banks a security interest in and to the Supplement Equipment described in

Schedule I annexed hereto and the Supplement Leases described in Schedule II annexed hereto. This Supplement evidences and confirms the subjection of such Supplement Equipment and Supplement Leases to the security interest created by the Security Agreement and secures the punctual payment of the principal of, and interest on the promissory notes of Company evidencing loans under the Credit Agreement and the performance and observance by Company of all of its agreements herein and in the Security Agreement and Credit Agreement contained. To the extent, if any, that the Security Agreement may not be effective in mortgaging and granting a security interest to Agent on behalf of the Banks in such Supplement Equipment and such Supplement Leases, Company does by this Supplement hereby mortgage, transfer, and assign to Agent on behalf of the Banks, and grant unto Agent on behalf of the Banks a security interest in, the Supplement Equipment described in Schedule I hereto and the Supplement Leases described in Schedule II hereto, all upon the terms set forth in the Security Agreement.

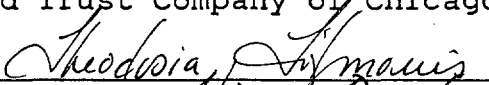
IN WITNESS WHEREOF, Company has, by its indicated officer thereunto duly authorized, caused this Security Agreement Supplement to be executed and delivered this 16th day of September, 1980.

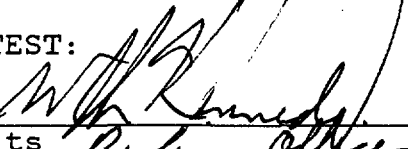
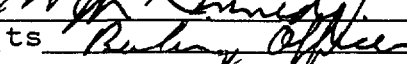
TRANSPORTATION CORPORATION
OF AMERICA

By 
Its J. V. P.

ATTEST:
By 
Its 
(Corporate Seal)

Continental Illinois National Bank
and Trust Company of Chicago

By 
Its Vice President

ATTEST:
By 
Its 
(Corporate Seal)

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

On this 16th day of September, 1980, before me personally appeared Stanley D. Christianson and John Hartigan, to me personally known, who being by me duly sworn, say that they are the Financial Vice President and Assistant Secretary of TRANSPORTATION CORPORATION OF AMERICA, an Illinois corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Deborah A. Zimny
Notary Public

(Notarial Seal)

My Commission expires:

2-13, 1983.

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

On this 16th day of September, 1980, before me personally appeared Theodosia Fitzmorris and Wm. John Kennedy, to me personally known, who being by me duly sworn, says that they are, respectively, the Vice President and a Banking Officer of Continental Illinois National Bank and Trust Company of Chicago, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Deborah A. Zimny
Notary Public

(Notarial Seal)

My Commission expires:

2-13, 1983.

SCHEDULE I TO SECURITY AGREEMENT SUPPLEMENT NO. 1,
DATED SEPTEMBER 16, 1980
DESCRIPTION OF RAILROAD CARS OWNED BY COMPANY
AT SEPTEMBER 16, 1980 AND PLEDGED PURSUANT THERETO

Type Of Cars	Specifications	No. of Cars	Lessee's Car Numbers (both inclusive)	Unit Base Value	Total Value	Date Put Into Service	ICC Filing Number
Lo-Covered Hopper	5750 Cu. Ft. 100-Ton	40	HTCX 6018 thru HTCX 6057 ✓	\$50,664	\$2,026,543	Feb, Mar 1980	11538
Lo-Covered Hopper	5950 Cu. Ft. 100-Ton	10	TCAX 40011 thru TCAX 40020 ✓	61,550	615,498	Apr, May 1980	80958
GB-Gondola	52'6", 100-Ton	150	ITC 3900 thru ITC 4049 ✓	40,581	6,087,150	Mar. Apr 1980	6725E
GB-GONDOLA	52-6", 100-Ton	90	WSOR 5000 thru WSOR 5013 & OCTR 5000 thru OCTR 50075 ✓	41,150	3,703,500	Jun, Jul 1980	11910
GB-GONDOLA	52-6", 100-Ton	150	WSOR 5014 thru WSOR 5163 ✓	41,150	6,172,500	Aug. 1980	12107

**SCHEDULE II TO SECURITY AGREEMENT SUPPLEMENT NO. 1,
DATED SEPTEMBER 16, 1980
DESCRIPTION OF ADDITIONAL LEASES OWNED BY COMPANY
AT SEPTEMBER 16, 1980 & PLEDGED PURSUANT THERETO**

Lessee	Date of Lease/ Rider	Expiration Date	Type of Lease O-Operating F-Financing	Car Numbers (both inclusive)	No. of Cars	Rent per Car Per Month	Company Lease No.	Company Rider No.	ICC Filing Number & Date
Ashland Oil Company	1-3-80/ 1-3-80	1995	0	HTCX 6018 thru HTCX 6057	40	\$590.00	010380	1	11538 2/26/80
DeGussa Corporation, Alabama Group	9-19-75/ 3-15-79	1995	0	TCAX 40011 thru TCAX 40020	10	709.50	12675	1267502	8095B 10/2/79
Illinois Terminal Railroad Company	6-29-72/ 2-27-80	1985	0	ITC 3900 thru ITC 4049	150	443.84	721	7	6725E 3/14/80
Funding Systems Railcars Leasing, Inc.	6/10/80	1995	F	WSOR 5000 thru WSOR 5013 & OCTR 5000 thru OCTR 5075	90	445.00	-	-	11910 6/16/80
Funding Systems Railcars Leasing, Inc.	7/31/80	1995	F	WSOR 5014 thru WSOR 5163	150	445.00	-	-	12107 8/18/80